

04-11-2003

4/11/03

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102416784

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Beaulieu Canada Company/ Compagnie Beaulieu Canada</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input checked="" type="checkbox"/> Other <u>Unlimited liability company</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>GMAC Commercial Finance</u> Internal <u>Corporation-Canada</u> Address: <u>500 René-Lévesque Blvd. W</u> Street Address: <u>Suite 1400</u> City: <u>Montreal</u> State: <u>Qc</u> Zip: <u>H2Z 1W7</u></p> <p><input type="checkbox"/> Individual(s) citizenship <u>4-11-03</u>  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input checked="" type="checkbox"/> Other <u>Company</u></p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small>  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ Please refer to attached doc. dated March 21, 2003</p>	<p>B. Trademark Registration No.(s) Please refer to attached document dated March 26, 2003</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
---	---

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Kiriakoula Hatzikiriakos</u> Internal Address: _____ Mendelsohn Street Address: <u>1000 Sherbrooke Street West, Suite 2700</u> City: <u>Montreal</u> State: <u>Qc</u> Zip: <u>H3A 3G4</u></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">24</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>615.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p>
---	--

**DO NOT USE THIS SPACE**

<p>9. Signature. <u>Kiriakoula Hatzikiriakos</u>      <u>[Signature]</u>      <u>March 26, 2003</u> Name of Person Signing      Signature      Date</p> <p style="text-align: right;"><span style="border: 1px solid black; padding: 2px;">158</span></p>
---

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/14/2003 6TON11 00000026 2133633 40.00 DP 575.00 DP

TRADEMARK REEL: 002710 FRAME: 0249

<u>Trademark</u>	<u>Registration No.</u>
DESIGNMATE & DESIGN	2133633
DESIGNMATE & DESIGN	1902269
DEVON MANOR	2159934
GUESS WHO? DESIGN	1887265
HOSPITALITY PLUS	2066338
JUST MY STYLE	2098644
KALEIDOCROME	2166746
KICK BACK COMFORT	2334435
NUBAC DESIGN	2082720
PEERLESS	1756298
PEERLESS	1770575
PEERLESS & DESIGN	0929919
PEERLESS CARPET CENTRE	1812239
PEERLESS CARPET CORPORATION & DESIGN	1853885
PEERLESS COMFORT COLLECTION & DESIGN	76406894
PEERSTAT & DESIGN	2056730
RUGGEDLY HANDSOME & DESIGN	1865870
SOFTSCAPE & DESIGN	APPL. 76302056
STAIN CONTROL & DESIGN	1867902
URBAN CONTEMPORARY	2538781
VALUE-TEX	APPL. 76344971
YOUR HOME STYLE	2570520
YOUR HOME STYLE DESIGN	2551429

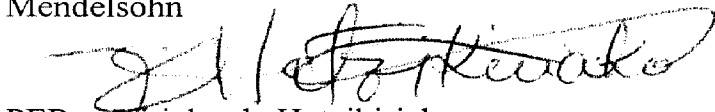
For your perusal, please find attached herewith the "Recordation Form Cover Sheet" along with a Designation of Domestic Representative letter.

Yours very truly,

**BEAULIEU CANADA COMPANY/COMPAGNIE BEAULIEU CANADA**

by its authorized agents in this matter,

Mendelsohn



PER: Kiriakoula Hatzikiriakos

Attorney

Our file 59,565(0)-17,700  
 Direct line (514) 987-5025  
 E-mail khatzikiriakos@mendelsohn.ca

March 26, 2003

**BY MESSENGER**

**U.S. PATENT & TRADEMARK OFFICE**

Assignments Division  
 Crystal Gate Way 4  
 1213 Jefferson Davis Highway  
 3<sup>rd</sup> Floor  
 Arlington, Virginia  
 22202

Attention: Department of Assignments of Trademarks

Dear Sir/Madam:

**RE: U.S. TRADEMARKS OWNED BY BEAULIEU CANADA COMPANY/  
 COMPAGNIE BEAULIEU CANADA ("BEAULIEU")  
 - NOTICE OF SECURITY INTEREST**

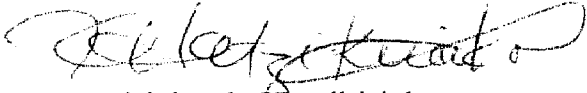
Notice is hereby given that pursuant to a Security Agreement, a Credit Agreement dated March 7, 2003, a Deed of Hypothec dated March 3, 2003 and a Deed of Hypothec dated March 10, 2003 (collectively referred to as the "Hypothec") entered into by Beaulieu in favour of GMAC Commercial Finance Corporation-Canada ("Creditor") (copies of which documents are attached hereto), Beaulieu did hypothecate and grant a security interest in favour of the Creditor in the trademarks ("Trademarks") enumerated below, including all applications, registrations, renewals and proceeds thereof, as security for the payment to the Creditor of any and all indebtedness from time to time of Beaulieu to the Creditor. For the purpose of the Hypothec, Beaulieu hypothecated, *inter alia*, the Trademarks to the extent of an amount of SIXTY MILLION DOLLARS (\$60,000,000.00) with interest thereon at the prime rate of the Creditor plus twenty-five percent (25%) per annum. There is no limitation on the amount of the security interest granted pursuant to the Security Agreement. The Creditor security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

<u>Trademark</u>	<u>Registration No.</u>
DESIGNMATE & DESIGN	2084184

**GMAC COMMERCIAL FINANCE CORPORATION-CANADA**

by its authorized agents in this matter,

Mendelsohn



PER: Kiriakoula Hatzikiriakos  
Attorney

KH/eb

Encls.